

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

DECLARATION OF LEGAL ORDINARY COURSE PROFESSIONAL

I, Lawrence F. Henneberger, declare as follows:

1. I am a member of Arent Fox PLLC ("Arent Fox"), which maintains offices at 1050 Connecticut Avenue, N.W., Washington, DC 20036 and 1675 Broadway, New York, NY 10019.
2. Neither I, Arent Fox, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.
3. Arent Fox has represented and advised the Debtors in connection with a range of aspects of the Debtors' businesses including, but not limited to representation regarding federal agency product safety and communications regulatory matters.
4. The Debtors have requested, and Arent Fox has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters.

5. Arent Fox's current fees arrangement is payment by the Debtors on a monthly basis for services rendered. Arent Fox's current customary hourly rates, subject to change from time to time, are \$380-\$610 for members, \$380-\$600 for of counsel, \$215-\$405 for associates, and \$120-\$190 for paraprofessionals. In the normal course of business, Arent Fox revises its hourly rates in January of each year and requests that, effective January 1 of each year, the aforementioned rates be revised to the hourly rates which will be in effect at that time.

6. Except as set forth herein, no promises have been received by Arent Fox or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

7. Arent Fox has no agreement with any entity to share with such entity any compensation received by Arent Fox.

8. Except as otherwise provided herein, Arent Fox and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. Arent Fox does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Arent Fox represents Leoni AG of Nürnberg, Germany ("Leoni") with respect to its claims against certain foreign non-debtor affiliates of the Debtors, as well as claims, if any, that Leoni may hold against certain Debtor entities in these chapter 11 cases. Arent Fox has

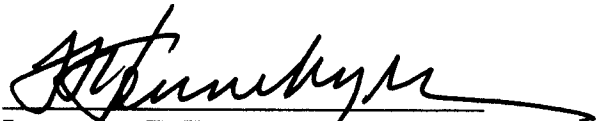
advised the Debtors of this representation and has received the Debtors' acknowledgment and consent thereto.

10. Neither I, Arent Fox, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates in the matters upon which Arent Fox is to be engaged.

11. The foregoing constitutes the statement of Arent Fox pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

I declare under penalty of perjury pursuant to 28 U.S.C. § 1746 that the foregoing is true and correct.

Executed this 8<sup>th</sup> day of February, 2006.

  
Lawrence F. Henneberger, Esq.

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

**CERTIFICATE OF SERVICE**

I, Jeffrey N. Rothleder, certify that on February 21, 2006, I caused to be served, by first-class mail, a true and correct copy of the Declaration of Legal Ordinary Course Professional, filed on behalf of Arent Fox PLLC, on the attached service list.

/s/ Jeffrey N. Rothleder  
Jeffrey N. Rothleder

Delphi Corporation  
5725 Delphi Drive  
Troy, MI 48098  
Attn: General Counsel

Skadden, Arps, Slate, Meagher & Flom  
333 West Wacker Drive, Suite 2100  
Chicago, IL 60606  
Attn: John Wm. Butler, Jr., Esq.

Counsel to the Debtors

United States Trustee  
33 Whitehall Street, Suite 2100  
New York, NY 10044  
Attn: Alicia M. Leonhard, Esq.

Latham & Watkins  
885 Third Avenue  
New York, NY 10022  
Attn: Mark A. Broude, Esq.

Counsel to the Creditors' Committee

Simpson Thacher & Bartlett LLP  
425 Lexington Avenue  
New York, NY 10017  
Attn: Marissa Wesley, Esq.

Counsel for the agent under the Debtor's  
prepetition credit facility

Davis Polk & Wardell  
450 Lexington Avenue  
New York, NY 10017  
Attn: Marlane Melican, Esq.

Counsel for the agent under the Debtors' post-  
Petition credit facility